

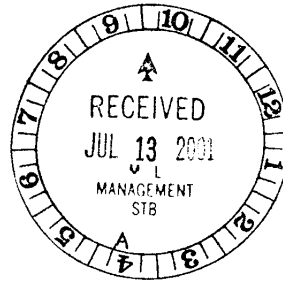


First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018  
Tel 847 318-7575  
Fax 847 318-7588

VIA UPS NEXT DAY AIR

July 12, 2001

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment



**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated February 20, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation number 22146.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Tabor Grain Company  
P.O. Box 350  
Oakland, IL 61943

A description of the railroad equipment covered by the enclosed document is twenty-five (25) 4750/4780 cubic foot covered hopper cars, with NOKL marks (see Exhibit A for exact car numbers).

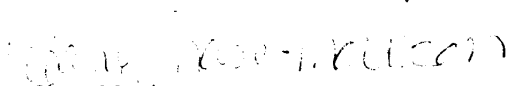
A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and Tabor Grain Company, Lessee, covering 25 4750/4780 cubic foot covered hopper cars, with NOKL marks (see Exhibit A for exact car numbers).

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

  
Tiffany Chase-Morrison  
Manager of Documentation

Enclosures

(TAGR002)

RECORDATION NO. 22146-A FILED

JUL 16 '01 4-19 PM  
TS  
SURFACE TRANSPORTATION BOARD

ASSGN. NO.: TAGR002

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 20<sup>th</sup> day of February, 2001, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Tabor Grain, a wholly-owned subsidiary of Archer Daniels Midland. ("Lessee").

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 25, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 25 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of February 1, 2001, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION RAIL CORPORATION

ATTEST:

By: K.A. Dombrowski  
Name: K.A. Dombrowski

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

Title: DIRECTOR OF DOCUMENTATION Executed on this 20<sup>th</sup> day of Feb., 2001.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

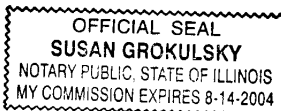
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 20<sup>th</sup> day of February, 2001.

Susan Grokulsky  
Notary Public

My Commission Expires:

8-14-2004  
(Notary Public)



RECORDATION NO. 22146-A FILED

JUL 16 '01 4-19 PM

SURFACE TRANSPORTATION BOARD

**LESSEE:**

TABOR GRAIN, a wholly-owned subsidiary of  
ARCHER DANIELS MIDLAND

By: EVERETT FLETCHER

Name: Everett Fletcher

Title: AVP- DIRECTOR OF OPERATIONS

ATTEST:

By: PATTY KELLEY

Name: Patty Kelley

Title: Secretary

Executed on this 14th day of Feb., 2001.

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF Macon

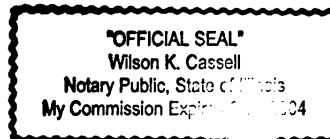
I, Wilson K. Cassell, a Notary Public of the County and State  
aforesaid, certify that Everett Fletcher personally appeared before me this day  
and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 13th day of February, 2001.

Wilson K. Cassell  
Notary Public

Commission Expires:

2/29/04  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Twenty-five (25)

DESCRIPTION OF CARS: 4750/4780 cu. ft. Covered Hopper cars

CAR NUMBERS:

NOKL	100
NOKL	112
NOKL	3000
NOKL	3008
NOKL	3013
NOKL	3034
NOKL	3075
NOKL	3090
NOKL	3094
NOKL	3104
NOKL	3144
NOKL	3148
NOKL	3211
NOKL	3229
NOKL	3240
NOKL	3245
NOKL	3327
NOKL	3610
NOKL	3647
NOKL	99114
NOKL	200000
NOKL	830116
NOKL	830117
NOKL	830120
NOKL	830121
Count:	25